

2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

EVANS / **EVANS RAILCAR**
PRODUCTS COMPANY **LEASING COMPANY**
DIVISION

13165-A

4-230A095
RECORDATION NO. 13165-A
No. AUG 17 1984
Date AUG 17 1984 12 12 PM
Fee \$ 10.00 INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

August 5, 1984

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

ICC OFFICE OF
THE SECRETARY
AUG 17 12 03 PM '84
MOTOR OPERATING UNIT

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing three fully executed counterparts of that certain Supplemental Agreement dated as of April 6, 1984. The parties to the Supplemental Agreement are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured
Party: Girard Bank
Girard Trust Plaza
Philadelphia, Pennsylvania 19101
Attention: Corporate Trust Division

A description of the equipment covered by the Supplemental Agreement is attached hereto as Exhibits A and B.

The enclosed Supplemental Agreement relates to that certain Equipment Trust Agreement dated as of June 15, 1981 and recorded with Interstate Commerce Commission on June 26, 1981 as ICC Recordation No. 13165. Accordingly, we request that the Supplemental Agreement be filed as a subfiling under that number.

Secretary
Interstate Commerce Commission

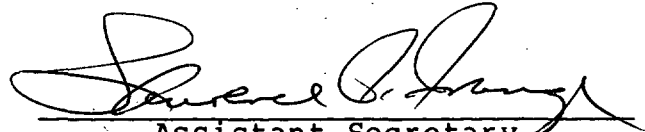
August 5, 1984
Page Two

Enclosed herewith is a check in the amount of \$10.00 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Supplemental Agreement not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY


Assistant Secretary

Enclosures

EXHIBIT A

SERIES 23

"DELETED CAR NUMBERS"

Description

77 Boxcars

Reporting Marks

VC 1800-1876

EXHIBIT B

SERIES 23

"REPLACEMENT CAR NUMBERS"

Description

Reporting Marks

77 Boxcars

OKKT 1800-1876

SUPPLEMENTAL AGREEMENT

AUG 17 1984 12 12 PM

INTERSTATE COMMERCE COMMISSION

This Supplemental Agreement dated as of April 6, 1984, is by and between Girard Bank (hereinafter called the "Trustee") and Evans Railcar Leasing Company, an Illinois Corporation, by name change successor to United States Railway Leasing Company (hereinafter called the "Company").

W I T N E S S E T H:

WHEREAS, the Trustee and the Company have executed and delivered with and to each other that certain Equipment Trust Agreement, Series 23, dated as of June 15, 1981 (hereinafter called the "Agreement"); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with 49 USC Section 11303 and assigned Recordation No. 13165; and

WHEREAS, pursuant to said Agreement, the Company granted the Trustee a security interest in certain railroad cars (hereinafter called the "Trust Equipment"); and

WHEREAS, the Company and the Trustee desire to modify and amend the Agreement to reflect changes in identifying marks with respect to certain units of Trust Equipment.

NOW, THEREFORE, in consideration of the promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Agreement is hereby amended by deleting from Schedule A thereof, the car numbers described in Exhibit A hereto (hereinafter called "Deleted Car Numbers"), and subjecting to the lien thereof and adding to Schedule A thereof, the car numbers described in Exhibit B hereto (hereinafter called "Replacement Car Numbers").

2. The term "Trust Equipment" as used in the Agreement shall hereafter, for all purposes, include the Replacement Car Numbers and shall not hereafter include the Deleted Car Numbers.

3. The Company will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission and recorded in accordance with 49 USC 11303.

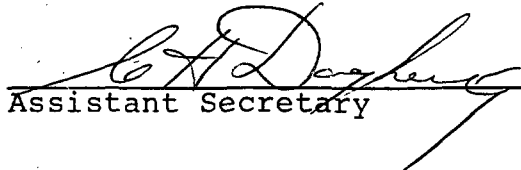
4. Except as amended and supplemented hereby, the Agreement shall remain unaltered and in full force and effect.

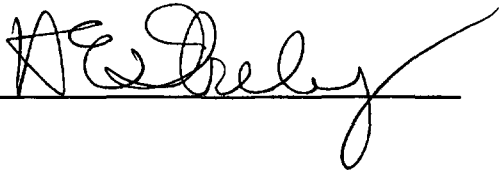
IN WITNESS WHEREOF, the parties hereto have caused this
Supplemental Agreement to be duly executed as of the 16th day of
April, 1984.

[CORPORATE SEAL]

ATTEST:

GIRARD BANK, as Trustee

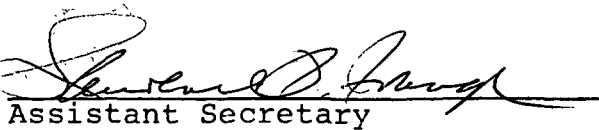

Assistant Secretary

By: 

[CORPORATE SEAL]

ATTEST:

EVANS RAILCAR LEASING COMPANY


Assistant Secretary

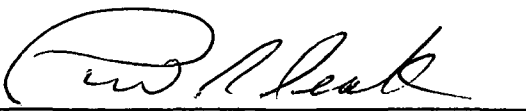
By: 

EXHIBIT A

SERIES 23

"DELETED CAR NUMBERS"

Description

Reporting Marks

77 Boxcars

VC 1800-1876

EXHIBIT B

SERIES 23

"REPLACEMENT CAR NUMBERS"

Description

77 Boxcars

Reporting Marks

OKKT 1800-1876

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

On this 2nd day of MAY, 1984, before me personally appeared H. E. IKELER, JR. and C. H. DOUGHERTY to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of GIRARD BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:

IRENE MATERNA
Notary Public, Phila., Phila. Co.
My Commission Expires Dec. 21, 1987

Irene Materna
Notary Public

STATE OF ILLINOIS

COUNTY OF COOK

On this 6th day of April, 1984, before me personally appeared Paul R. Leak and Laurence Prange to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:

February 4, 1985

Susan S. Muehlefeld
Notary Public

SUPPLEMENTAL AGREEMENT

AUG 17 1984 12 12 PM

INTERSTATE COMMERCE COMMISSION

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WHEREAS, pursuant to said Agreement, the Company granted the Trustee a security interest in certain railroad cars (hereinafter called the "Trust Equipment"); and

WHEREAS, the Company and the Trustee desire to modify and amend the Agreement to reflect changes in identifying marks with respect to certain units of Trust Equipment.

NOW, THEREFORE, in consideration of the promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Agreement is hereby amended by deleting from Schedule A thereof, the car numbers described in Exhibit A hereto (hereinafter called "Deleted Car Numbers"), and subjecting to the lien thereof and adding to Schedule A thereof, the car numbers described in Exhibit B hereto (hereinafter called "Replacement Car Numbers").

2. The term "Trust Equipment" as used in the Agreement shall hereafter, for all purposes, include the Replacement Car Numbers and shall not hereafter include the Deleted Car Numbers.

3. The Company will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission and recorded in accordance with 49 USC 11303.

4. Except as amended and supplemented hereby, the Agreement shall remain unaltered and in full force and effect.

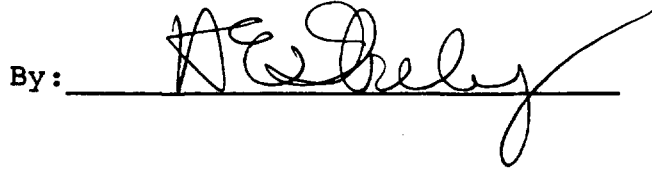
IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be duly executed as of the 6th day of April, 1984.

[CORPORATE SEAL]

ATTEST:

GIRARD BANK, as Trustee

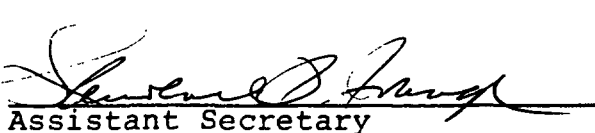

Assistant Secretary

By: 

[CORPORATE SEAL]

ATTEST:

EVANS RAILCAR LEASING COMPANY


Assistant Secretary

By: 

EXHIBIT A

SERIES 23

"DELETED CAR NUMBERS"

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